

2550 Golf Road  
Rolling Meadows, IL 60008

Telephone: 312/640-7000



7548-K  
through  
7548-R

No. 4-283A163

Date OCT 9 1984

Fee \$ 80.00

EXEMPTION NO. 7548-K-7548-R Filed OCT 9 1984

OCT 9 1984 - 3 15 PM

ICC Washington, D. C.

INTERSTATE COMMERCE COMMISSION

August 30, 1984

ICC OFFICE OF  
THE SECRETARY  
OCT 9 2 03 PM '84  
MOTOR OPERATING UNIT

Secretary  
Interstate Commerce Commission  
Washington, D.C.

Dear Secretary:

Pursuant to 49 U.S.C. §11303 and the rules and regulations promulgated thereunder, as amended, we hand you herewith for filing six fully executed counterparts of that certain Second Amendment to Agreement and Indenture (Security Agreement) (the "Second Amendment") and six fully executed counterparts of an Assignment of Lease (the "April 15th Assignment"), each dated as of April 15, 1984. The parties to the Second Amendment are:

Debtor: Evans Railcar Leasing Company  
The East Tower, Suite 1000  
2550 Golf Road  
Rolling Meadows, Illinois 60008

Secured Party: Chemical Bank  
55 Water Street  
New York, New York 10041

The parties to the April 15th Assignment are:

Assignor: Evans Railcar Leasing Company  
The East Tower, Suite 1000  
2550 Golf Road  
Rolling Meadows, Illinois 60008

Assignee: Chemical Bank  
55 Water Street  
New York, New York 10041

Secretary  
Interstate Commerce Commission

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We also hand you for filing three fully executed counterparts of that certain Supplemental Agreement (the "Supplemental Agreement") and three fully executed counterparts of each of five separate Assignments of Leases (the "April 6th Assignments"), all dated as of April 6, 1984. The parties to the Supplemental Agreement are:

Debtor: Evans Railcar Leasing Company  
The East Tower, Suite 1000  
2550 Golf Road  
Rolling Meadows, Illinois 60008

Secured Party: Chemical Bank  
55 Water Street  
New York, New York 10041

The parties to the five separate April 6th Assignments are:

Assignor: Evans Railcar Leasing Company  
The East Tower, Suite 1000  
2550 Golf Road  
Rolling Meadows, Illinois 60008

Assignee: Chemical Bank  
55 Water Street  
New York, New York 10041

A description of the equipment being deleted from the Agreement and Indenture (Security Agreement) referred to in the next succeeding paragraph pursuant to the Supplemental Agreement and by the Second Amendment is attached hereto as Exhibits A and B, respectively; a description of the equipment being added to said Indenture and Agreement pursuant to the Supplement Agreement and the Second Amendment is attached hereto as Exhibits C and D, respectively; a description of the leases covered by the April 15th Assignment is attached hereto as Exhibit E; and a description of the leases covered by the April 6th Assignments is attached hereto as Exhibit F.

The enclosed documents relate to that certain Agreement and Indenture (Security Agreement) dated as of May 1, 1974 and recorded with Interstate Commerce Commission on June 25, 1974 as ICC Recordation No. 7548. Accordingly, we

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Interstate Commerce Commission

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request that the documents be filed as subfilings under that number.

Enclosed herewith is a check in the amount of \$80 in payment of the applicable recording fees.

Since these documents are being delivered to you by hand, we would appreciate it if you would return to the bearer the duly stamped counterparts of the Supplemental Agreement and Assignments not required to be kept by you, or, if it is not possible to return them to the bearer, send them to: Mr. Ronald M. Neifield, Rosenthal and Schanfield, 55 East Monroe Street, Suite 4620, Chicago, Illinois 60603.

Very truly yours,

EVANS RAILCAR LEASING COMPANY

  
Assistant Secretary

Enclosures

OCT 9 1984 -3 15 PM

INTERSTATE COMMERCE COMMISSION  
SECOND AMENDMENT TO AGREEMENT AND INDENTURE  
(SECURITY AGREEMENT)

SECOND AMENDMENT TO AGREEMENT AND INDENTURE (SECURITY AGREEMENT) dated as of April 15, 1984 (hereinafter called the "Amendment") between EVANS RAILCAR LEASING COMPANY, an Illinois corporation, formerly United States Railway Leasing Company (hereinafter called the "Company") and CHEMICAL BANK, a New York corporation (hereinafter called the "Trustee").

## W I T N E S S E T H T H A T:

WHEREAS, the Company and the Trustee have heretofore entered into that certain Agreement and Indenture (Security Agreement) dated as of May 1, 1974, as amended, and filed and recorded with the Interstate Commerce Commission (hereinafter called the "ICC") of June 25, 1974 as Recordation No. 7548 (hereinafter called the "Indenture"), providing for the issuance of and security for the Company's \$5,000,000 original principal amount 8-3/4% Equipment Promissory Notes, Issue R, due May 1, 1989 (hereinafter called the "Notes"); and

WHEREAS, as further security for the Notes, the Company assigned all of its right, title and interest in and to, among other Leases (as such term is defined in the Indenture) the Leases (hereinafter called the "Original Leases") covering the railcars described on Exhibit A hereto (hereinafter called the "Destroyed Cars") pursuant to those certain Assignments of Lease from the Company to the Trustee dated as of May 1, 1974 and recorded with the ICC on June 25, 1974 as Recordation Nos. 7548A, 7548B, 7548C and 7548F, respectively; and

WHEREAS, the Company desires, pursuant to Section 4.2B of the Indenture, to mortgage, assign and pledge to and onto the Trustee, as security for the Notes, the railcars (hereinafter called the "Replacement Cars") and assign the lease (hereinafter called the "Replacement Lease") described in Exhibit B hereto in substitution for the Destroyed Cars and the Original Leases as the same relate to the Destroyed Cars.

NOW, THEREFORE, in consideration of the premises and mutual covenants and agreements herein contained and payment to the Company by the Trustee of \$10.00 and other

good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree and covenant as follows:

AGREEMENT

1. As security for the Notes, the Company hereby mortgages, pledges, assigns and grants a security interest to the Trustee, for the benefit of the holder or holders from time to time of the Notes, in all of the Company's rights, titles and interests in and to the Replacement Cars and the Replacement Lease, and all of the property described in Granting Clauses II, III and IV of the Indenture as such property relates and pertains to such Replacement Cars and Replacement Lease, and the Replacement Cars and such property shall constitute a portion of the Equipment, Cars and Trust Estate (as such terms are defined in the Indenture) for all purposes under the Indenture.

2. The Trustee hereby releases, remises, transfers and conveys to the Company all of its rights, titles and interests in and to the Destroyed Cars and the Original Leases as the same relate and pertain to the Destroyed Cars.

3. The Company covenants and agrees to execute and deliver to the Trustee Assignments (as defined in the Indenture) relating to the Replacement Lease and to cause such Assignment and this Amendment to be recorded with the ICC.

4. This Amendment shall become effective upon the recordation hereof and of the Assignments with the ICC.

5. All the other terms and conditions of the Indenture remain in full force and effect and the Indenture, as hereby amended, is hereby ratified, confirmed and approved.

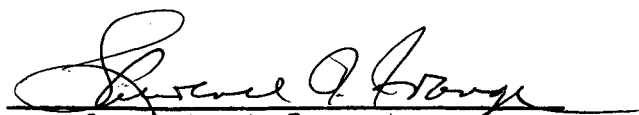
IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective authorized officers as of the day and year first above written.

EVANS RAILCAR LEASING COMPANY

By: 

Vice President

ATTEST:

  
Assistant Secretary



CHEMICAL BANK

By: P. J. Hilson  
Trust Officer

ATTEST:

Martha  
Assistant Secretary

STATE OF NEW YORK )  
 ) SS.  
COUNTY OF NEW YORK)

On this 24 day of <sup>August</sup>~~April~~, 1984 personally appeared P. J. GILKESON and C. G. MARTENS, to me personally known, who being by me sworn, did say that they are, respectively, a Trust Officer and Assistant Secretary of CHEMICAL BANK, a New York corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Emily Fayon  
Notary Public

My commission expires:

EMILY FAYAN  
Notary Public, State of New York  
No. 24-4737006  
Qualified in Kings County  
Certificate filed in New York County  
Commission Expires March 30, 1985

STATE OF ILLINOIS)  
 ) SS.  
COUNTY OF C O O K)

On this 15th day of April, 1984 before me personally appeared Paul R. Bush and Laurence P. Prange, to me personally known, who being by me duly sworn, say that they are, respectively, a Vice President and an Assistant Secretary of EVANS RAILCAR LEASING COMPANY, an Illinois corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Susan Muehlefeld  
Notary Public

My commission expires:

2-4-85

# EXHIBIT A

## DESCRIPTION OF DESTROYED CARS AND ORIGINAL LEASES RELATING THERETO

<u>No. of Cars</u>	<u>Description of Cars</u>	<u>Lessee*</u>	<u>Date of of Lease</u>	<u>Lease Term</u>	<u>ICC Rec. No.</u>
3	52'5" 70 ton All Door boxcars, bearing Car Reporting Marks USLX 50261, 50266, 50274	Georgia-Pacific Corporation	10/30/73	5 Yrs.	7449
2	52'5" 70 ton All Door boxcars, bearing Car Reporting Marks USLX 50016, 50064	Evans Products Company	2/26/73	15 Yrs.	6998
1	52'5" 70 ton RBL boxcars, bearing Car Reporting Mark MNS 567	Minneapolis, Northfield and Southern Railway	9/26/72	5 Yrs.	6780
1	52'5" 70 ton RBL boxcars, bearing Car Reporting Mark USLX 9051	Plywood Marketing Associates	3/6/73	15 Yrs.	7139

\* Original lessor under the leases was United States Railway Leasing Company which was merged into Evans Railcar Leasing Company on August 23, 1979.



EXHIBIT B

DESCRIPTION OF REPLACEMENT CARS  
AND REPLACEMENT LEASE

<u>No. of Cars</u>	<u>Description of Cars</u>	<u>Lessee*</u>	<u>Date of of Lease</u>	<u>Lease Term</u>	<u>ICC Rec. No.</u>
9	4750 cu. ft. 100 ton Covered Hopper Cars, bearing Car Reporting Marks USLX 7535- 7543, both inclusive	Farmers Co- operative Elevator Company	3/21/74, amended 8/1/82 and 7/28/83	Through 6/24/87	7565

\* Original lessor under the leases was United States Railway Leasing Company which was merged into Evans Railcar Leasing Company on August 23, 1979.